

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (SBN 151445)
(tkeller@kbbkllp.com)
Jane Kim (SBN 298192)
(jkim@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Debtors in Possession

JONES DAY
Bruce S. Bennett (SBN 105430)
Joshua M. Mester (SBN 194783)
James O. Johnston (SBN 167330)
555 South Flower Street
Fiftieth Floor
Los Angeles, CA 90071-2300
Telephone: (213) 489-3939
Facsimile: (213) 243-2539
E-mail: bbennett@jonesday.com
jmester@jonesday.com
jjohnston@jonesday.com

Attorneys for the Shareholder Proponents

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**
Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy
Case No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

**DECLARATION OF STEPHEN KAROTKIN IN
SUPPORT OF DEBTORS' AND SHAREHOLDER
PROONENTS' MOTION PURSUANT TO 11 U.S.C.
§§ 105(a) AND 107(b) AND FED. R. BANKR. P. 9018
FOR ENTRY OF AN ORDER AUTHORIZING THE
SEALING OF THE DEBTORS' AND
SHAREHOLDER PROONENTS' OBJECTION TO
MOTION OF THE AD HOC COMMITTEE OF
SENIOR UNSECURED NOTEHOLDERS FOR
ENFORCEMENT OF THE NOTEHOLDER RSA**

[No Hearing Requested]

1 I, Stephen Karotkin, pursuant to 11 U.S.C. § 1746, hereby declare under penalty of perjury that
2 the following is true and correct to the best of my knowledge, information, and belief:

3 1. I am a member of the firm Weil, Gotshal & Manges LLP, which serves as legal advisors
4 to PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as
5 debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned
6 chapter 11 cases (the “**Chapter 11 Cases**”). I am authorized to submit this Declaration on behalf of the
7 Debtors. The facts set forth in this Declaration are based upon my personal knowledge, my review of
8 relevant documents, and information provided to me by the Debtors’ other employees or the Debtors’
9 legal, restructuring, and financial advisors. If called upon to testify, I would testify to the facts set forth
10 in this Declaration.

11 2. This Declaration is submitted in support of the *Debtors’ Motion Pursuant to 11 U.S.C.*
12 *§§ 105(a) and 107(b) and Fed. R. Bankr. P. 9018 for Entry of an Order Authorizing the Sealing of the*
13 *Debtors’ and Shareholder Proponents’ Objection to Motion of the Ad Hoc Committee of Senior*
14 *Unsecured Noteholders for Enforcement of the Noteholder RSA* (the “**Sealing Motion**”), filed
15 concurrently herewith, which seeks entry of an order (i) (i) authorizing the Debtors and the Shareholder
16 Proponents to file under seal their *Objection To Motion Of The Ad Hoc Committee Of Senior Unsecured*
17 *Noteholders For Enforcement Of The Noteholder RSA* (the “**Objection**”), and (ii) directing that the
18 Objection remain under seal and confidential and not be made available to anyone except as set forth in
19 the Sealing Motion.

20 3. On April 1, 2020, the Ad Hoc Committee of Senior Unsecured Noteholders (the “**Ad Hoc**
21 **Committee**”) filed under seal its *Motion For Enforcement Of The Noteholder RSA And Noteholder RSA*
22 *Letter Agreement* [ECF 6592] (the “**RSA Relief Motion**”). Pursuant to the RSA Relief Motion, the Ad
23 Hoc Committee seeks and order permitting it and its members to take certain actions regarding the
24 Debtors’ pending motion to approve the Case Resolution Contingency Process. The Ad Hoc Committee
25 contends that it was compelled to seek to file the RSA Relief Motion under seal to avoid accusations that
26 the Ad Hoc Committee violated the Noteholder RSA.

1 4. The Debtors and the Shareholder Proponents object to the relief sought in the RSA Relief
2 Motion. Because the RSA Relief Motion is currently sealed, the Debtors and the Shareholder Proponents
3 request authority to file the Objection under seal so that the Court may consider the Objection.

4 5. Accordingly, the Debtors respectfully request this Court to issue an order allowing the
5 Debtors to file the Objection under seal.

6 Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury, that the foregoing is
7 true and correct.

8
9 Dated: April 5, 2020

Respectfully submitted,

10
11 By: /s/ Stephen Karotkin
Stephen Karotkin